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13 **UNITED STATES DISTRICT COURT**
14 **CENTRAL DISTRICT OF CALIFORNIA**

15 SECURITIES AND EXCHANGE
16 COMMISSION,

17 Plaintiff,

18 vs.

19 GLOBAL MATERIALS & SERVICES,
INC. et al.,

20 Defendants,

21 and

22 FLINN SPRINGS INN, INC.,

23 Relief Defendant.
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Case No. SACV 08-881 DOC (RNBx)

**FINAL JUDGMENT AS TO
DEFENDANT
EDIFY CAPITAL GROUP, INC.**

1 The Securities and Exchange Commission having filed a Complaint and
2 Defendant Edify Capital Group, Inc. having entered a general appearance;
3 consented to the Court's jurisdiction over Defendant and the subject matter of this
4 action; consented to entry of this Final Judgment without admitting or denying the
5 allegations of the Complaint (except as to jurisdiction); waived findings of fact and
6 conclusions of law; and waived any right to appeal from this Final Judgment:

7 I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
9 and Defendant's agents, servants, employees, attorneys and all persons in active
10 concert or participation with them who receive actual notice of this Final Judgment
11 by personal service or otherwise are permanently restrained and enjoined from
12 violating Section 5 of the Securities Act ("Securities Act") [15 U.S.C. § 77e] by,
13 directly or indirectly, in the absence of any applicable exemption:

14 (a) Unless a registration statement is in effect as to a security, making use
15 of any means or instruments of transportation or communication in the
16 interstate commerce or of the mails to sell such security through the use or
17 medium of any prospectus or otherwise;

18 (b) Unless a registration statement is in effect as to a security, carrying or
19 causing to be carried through the mails or in interstate commerce, by any
20 means or instruments of transportation, any such security for the purpose of
21 sale or for delivery after sale; or

22 (c) Making use of any means or instruments of transportation or
23 communication in interstate commerce or of the mails to offer to sell or offer
24 to buy through the use or medium of any prospectus or otherwise any
25 security, unless a registration statement has been filed with the Commission
26 as to such security, or while the registration statement is the subject of a
27 refusal order or stop order or (prior to the effective date of the registration
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1 statement) any public proceeding or examination under Section 8 of the
2 Securities Act [15 U.S.C. § 77h].

3 II.

4 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
5 that Defendant and Defendant's agents, servants, employees, attorneys, and all
6 persons in active concert or participation with them who receive actual notice of
7 this Final Judgment by personal service or otherwise are permanently restrained
8 and enjoined from violating, directly or indirectly, Section 10(b) of the Securities
9 Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5
10 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or
11 instrumentality of interstate commerce, or of the mails, or of any facility of any
12 national securities exchange, in connection with the purchase or sale of any
13 security:

- 14 (a) to employ any device, scheme, or artifice to defraud;
15 (b) to make any untrue statement of a material fact or to omit to state a
16 material fact necessary in order to make the statements made, in the light of
17 the circumstances under which they were made, not misleading; or
18 (c) to engage in any act, practice, or course of business which operates or
19 would operate as a fraud or deceit upon any person.

20 III.

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
22 Consent is incorporated herein with the same force and effect as if fully set forth
23 herein, and that Defendant shall comply with all of the undertakings and
24 agreements set forth therein.

25 IV.

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this
27 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms
28 of this Final Judgment.

1 V.

2 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
3 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment
4 forthwith and without further notice.

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6 Dated: August 11, 2010

7 A handwritten signature in dark ink, reading "David O. Carter", is written over a horizontal line.

8 UNITED STATES DISTRICT JUDGE
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